

**TRANSCRIPT OF THE
EXTRAORDINARY GENERAL MEETING
OF THE MEMBERS OF
GODREJ & BOYCE MFG. CO. LTD.
HELD ON
THURSDAY, 10TH NOVEMBER, 2022
AT 5:15 P.M. (IST)
THROUGH THE MEDIUM OF VIDEO CONFERENCING (VC)**

MR. J.N. GODREJ STATED:

“It gives me great pleasure to welcome you all to this Extraordinary General Meeting (EGM) of the Company. The Company is conducting this EGM through video conferencing pursuant to the Circulars issued by the Ministry of Corporate Affairs”

“The Chairman of the Audit Committee, the Chairperson of the Nomination and Remuneration Committee, the Chairman of the Stakeholders Relationship Committee and the Chairperson of the Corporate Social Responsibility Committee, are present at this Meeting.”

“All Directors of the Company, are present at this EGM.”

“The Statutory Auditors and the Secretarial Auditors of the Company are present at the Meeting.”

“The Notice of the Meeting was sent on email to all the Members. The Company has made every feasible effort to enable the Members to participate and attend the Meeting through the medium of video conferencing.”

“All the Members who are participating through the medium of video conferencing will be considered present for the Meeting.”

“This Meeting has the requisite quorum; I declare the Meeting duly constituted.”

“If the Members have any questions, in relation to the items of business of this EGM, I request that the same may be put forward now and I shall answer them.”

Since, no questions were asked, Mr. J.N. Godrej continued with the proceedings of the Meeting.

MR. J.N. GODREJ STATED:

“Do I take the Notice convening the Meeting as read?”

MRS. P.J. GODREJ ANSWERED:

“Mr. Godrej, since we have received the Notice in advance and have read the same, we request you to call out only the Agenda Item nos. and the subject matter of the Resolutions of the Notice to be taken up for Members’ approval.”

MR. J.N. GODREJ STATED:

“I will now proceed to take up the Special Business mentioned in the Notice of this EGM. As mentioned in the Notice of the EGM, Resolution No. 1 is a Special Resolution, whereas Resolution Nos. 2 and 3 are Ordinary Resolutions.”

“I request all the Members to switch on their videos till the voting by show of hands is complete.”

“I would further like to inform all the Members that since I am deemed interested in the Resolution No.1, which pertains to my re-appointment, it is necessary to elect one of the

Directors present at the Meeting, as the Chairman of the Meeting and conduct the proceedings thereof, in terms of Article 95 of the Articles of Association of the Company.”

MRS. F.C. BIERI STATED:

“I propose that Mrs. Anita Ramachandran be appointed as the Chairperson of the Meeting, in view of the fact that Mr. J.N. Godrej is deemed interested in Resolution no. 1.”

MRS. S.G. CRISHNA STATED:

“I second the proposal made by Mrs. Freyan Crishna Bieri.”

Thereafter, Mrs. Anita Ramachandran will take the Chair and will proceed with the Meeting.

MRS. ANITA RAMACHANDRAN STATED:

1. **“Resolution No. 1: Re-appointment of and remuneration payable to Mr. J.N. Godrej (DIN: 00076250), Managing Director of the Company”**

MRS. F.C. BIERI STATED:

“I propose Resolution No. 1.”

MRS. S.G. CRISHNA STATED:

“I second the Resolution.”

MRS. ANITA RAMACHANDRAN STATED:

“I will now proceed to put the motion to vote. Those in favor are requested to raise their hands.”

(ALL)

“Those against to raise their hands”.

(NONE)

“I declare the Resolution carried with requisite majority.”

“I now request Mr. J.N. Godrej to Chair the Meeting and proceed to take up the remaining items of Special Business.”

MR. J.N. GODREJ STATED

“Thank you, Anita.”

- 2. Resolution No. 2: Re-appointment of and remuneration payable to Mr. A.G. Verma (DIN: 02366334), Whole-time Director of the Company”**

MRS. P.J. GODREJ STATED:

“I propose Resolution No. 2.”

MR. N.J. GODREJ STATED:

“I second the Resolution.”

MR. J.N. GODREJ STATED:

“I will now proceed to put the motion to vote. Those in favor are requested to raise their hands.”

(ALL)

“Those against to raise their hands”.

(NONE)

“I declare the Resolution carried with requisite majority.”

- 3. “Resolution No. 3: Re-appointment of and remuneration payable to Mrs. Nyrika Holkar (DIN: 07040425), Whole-time Director of the Company”**

MR. N.J. GODREJ STATED:

“I propose Resolution No. 3.”

MRS. P.J. GODREJ STATED:

“I second the Resolution.”

MR. J.N. GODREJ STATED:

“I will now proceed to put the motion to vote. Those in favor are requested to raise their hands.”

(ALL)

“Those against to raise their hands”.

(NONE)

“I declare the Resolution carried with requisite majority.”

MRS. F.C. BIERI STATED

“I would like to thank Mr. J.N. Godrej, Chairman & Managing Director of the Company for conducting the EGM.”